

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

M2 CONSULTING, INC.

Plaintiff,

v.

C.A. No. 03-12589-GAO

MRO SOFTWARE, INC.

Defendant.

STIPULATION OF DISMISSAL

M2 Consulting, Inc. and MRO Software, Inc., by their below-signed attorneys, stipulate and agree, pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure, that this action be dismissed with prejudice and without costs, each party to bear its own costs, disbursements and attorney's fees.

MRO SOFTWARE, INC.
By its Attorneys
Gesmer Updegrove LLP

/s/ Lee T. Gesmer
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M2 CONSULTING, INC.
By its Attorneys
Fee, Rosse & Lanz, P.C.

/s/ Mark S. Resnick
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Dated: April 6, 2006